

[COPY]

**ORDINARY RESOLUTION****COMPANY NUMBER**

988493

**NAME OF COMPANY****ROMAG HOLDINGS PLC**

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Leadgate Industrial Estate, Leadgate, Consett, Co Durham DH8 7RS on the 25 July 2001 the following **ORDINARY RESOLUTION** was duly passed:-

**ORDINARY RESOLUTION**

That the Directors be and they are hereby authorised to establish a share option scheme for the benefit of directors and employees, other than John Martin Kennair, on such terms as they shall consider fit but, nevertheless, limited to 1,200,000 new Ordinary Shares of 20 pence each.

Signed.....  
Director

**Notes:**

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed.

